

GENERAL AMERICAN MUTUAL HOLDING COMPANY

PROOF OF CLAIM INSTRUCTIONS

Should I file a Claim against General American Mutual Holding Company?

You should consider filing a claim only in two circumstances: if you have (1) a claim against General American Mutual Holding Company (“**GAMHC**”) and your claim is not solely for your share of GAMHC’s assets based upon your membership interest in GAMHC (“**Membership Interests**”) or (2) a claim for which GAMHC has agreed in a stock purchase agreement to reimburse Metropolitan Life Insurance Company (“**MetLife**”) as a result of MetLife’s purchase of GenAmerica Corporation, the parent company of General American Life Insurance Company (such claims are referred to as “**Excluded Claims**” in the Notice). With respect to claims based on Membership Interests, the Rehabilitator is preparing a schedule of eligible members and their shares, as more fully described in the Notice.

What types of claims has GAMHC agreed to reimburse MetLife for and what are the types of claims for which you should consider filing a claim form?

Only claims in these specific categories:

- Claims seeking relief as a result of MetLife’s acquisition of the shares of GenAmerica Corporation (other than certain claims of MetLife);
- Claims resulting from alleged breaches occurring on or after July 15, 1999 of contracts relating to the funding agreements and guaranteed investment contracts issued by General American Life Insurance Company (the “**Stable Value Business**”);
- Claims arising out of the financial distress of General American Life Insurance Company relating to the Stable Value Business;
- Claims or indemnities by officers, directors or employees of GAMHC, GenAmerica Corporation, General American Life Insurance Company, any subsidiary, Reinsurance Group of America (“**RGA**”), any RGA subsidiary, Conning Corporation (“**Conning**”) or any Conning subsidiary with respect to the three categories described above;

- Claims or liabilities relating to any additional or accelerated compensation, benefits or other rights under an employee benefit plan of any of the above-described companies or other contract or arrangement for the benefit of any current or former employee of the above-described companies resulting from the transactions contemplated by MetLife's purchase of GenAmerica Corporation pursuant to the MetLife stock purchase agreement being considered a "change of control" or similar triggering event.
- Claims under any employee benefit plan or other employment or compensation plan of any of the above-described companies other than those plans that are listed on Schedule 4.13 of the Stock Purchase Agreement by and between General American Mutual Holding Company and Metropolitan Life Insurance Company, dated August 26, 1999.

If I have a claim or dispute concerning my insurance policy or annuity contract with General American Life Insurance Company should I file a claim against General American Mutual Holding Company?

No. Such claims are not claims against GAMHC and are not claims for which GAMHC has agreed to reimburse MetLife. Your insurance or annuity protection will not diminish as a result of these legal proceedings. These legal proceedings will not diminish the benefits, values, guarantees or premiums under your policy or contract with General American Life Insurance Company. Claims relating to the sales practices of General American Life Insurance Company—or that arise in connection with class actions or other litigation over sales practices—are not within the scope of these proceedings.

FILING A PROOF OF CLAIM

Your completed form should be filed by *mailing* it to General American Mutual Holding Company, P.O. Box 32562, Kansas City, MO 64171, on or before the Bar Date of January 31, 2001. Do not deliver the form by hand. If you have questions about this procedure you may call 866-302-5941 for assistance.

You must use a separate claim form for each claim that arises out of a separate transaction, contract or occurrence. You must duplicate the “Proof of Claim” form and use this duplicated form if you have more than one claim. You must also provide sufficient information and documents supporting your claim and attach them to the form. Each person claiming rights must be clearly identified and a separate claim form submitted for each where it is practical.

If you are a member of General American Mutual Holding Company (“GAMHC”), and your only claim is solely for your share of GAMHC’s assets based upon your membership interest in GAMHC (“Membership Interests”), then you need not, and should not, file a proof of claim of this membership interest. With respect to claims based on membership interests, the Rehabilitator is preparing a schedule of eligible members and their shares. When that schedule is completed, you will be notified.

If you believe you have any other type of claim against GAMHC (as set forth below), whether or not you have already presented that claim to GAMHC, including but not limited to tort claims, Excluded Claims, or any other claim that falls within the definition set forth below, you must file such claims by January 31, 2001 (the “**Bar Date**”).

“Claim” means “a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured or unsecured, and includes a right to an equitable remedy for breach of performance if such right gives rise to a right to payment.”

You must also file what are referred to as “Excluded Claims” in the manner and by the date required by the Rehabilitation Court. An “Excluded Claim” is any claim (i) which is asserted by a Person other than Metropolitan Life Insurance Company (“MetLife”), (ii) for which

MetLife has the right to be indemnified under the Stock Purchase Agreement, and (iii) which is asserted or assertable against GAMHC or MetLife.

Under the terms of Section 10.2 of the Stock Purchase Agreement between GAMHC and MetLife dated as of August 26, 1999, as amended, MetLife, its directors, officers, employees, affiliates and their respective successors or assigns are entitled to indemnification against certain claims which constitute “Excluded Claims.” These Excluded Claims include (i) any direct or derivative action, including any legal, administrative, arbitration or similar proceeding, claim, action or governmental or regulatory investigation, brought or threatened within three years of January 6, 2000 by any person of any kind or nature and based on any legal theory whatsoever (a) seeking relief as a result of MetLife’s acquisition of the shares of GenAmerica Corporation (other than non-derivative claims of GAMHC); (b) resulting from alleged breaches occurring on or after July 15, 1999 of contracts relating to the Stable Value Business, or (c) arising out of the financial distress of General American Life Insurance Company relating to the Stable Value Business; (ii) any and all indemnification claims by officers, directors or employees of General American Mutual Holding Company, GenAmerica Corporation, General American Life Insurance Company, any subsidiary, RGA, any RGA subsidiary, Conning or any Conning subsidiary with respect to the items set forth in clause (i) above, including, without limitation, any indemnification of any employee, officer or director (other than a director of RGA or Conning who is not, and never has been, an officer or employee of GenAmerica Corporation, General American Life Insurance Company, any subsidiary, RGA, any RGA subsidiary, Conning or any Conning subsidiary) of any such persons; (iii) all liabilities relating to any additional or accelerated compensation, benefits or other rights under an employee benefit plan of any of the above-described companies or other contract or arrangement

for the benefit of any current or former employee of GenAmerica Corporation, any subsidiary, Conning, any Conning subsidiary, RGA, or any RGA subsidiary (or any non-employee director or independent contractor of GenAmerica Corporation, any subsidiary, RGA, any RGA subsidiary, Conning or any Conning subsidiary) resulting from the transactions contemplated by the stock purchase agreement being considered to constitute a “change in control” or similar triggering event; and (iv) claims under any employee benefit plan or other employment or compensation plan of any of the above-described companies other than those plans that are listed on Schedule 4.13 of the Stock Purchase Agreement by and between General American Mutual Holding Company and Metropolitan Life Insurance Company, dated August 26, 1999. Any claims by MetLife pursuant to the Stock Purchase Agreement do not constitute Excluded Claims.

Unless you have a claim against General American Mutual Holding Company or an Excluded Claim, as described above, there will be no need for you to take any action to file a claim with the Rehabilitator. If you have such a claim, you must fill in the attached Proof of Claim form and submit it before the expiration of the Bar Date.

COMPLETING THE PROOF OF CLAIM FORM

You must fill in all applicable blanks, and provide a telephone number where you may be reached during business hours. You are required to keep GAMHC notified, in writing, of all address changes. You must check all applicable boxes, and if you do not check a box the item will be deemed to be a negative response to the statement beside the box.

Please provide a detailed explanation of your claim, and attach as many additional pages as are necessary to explain your claim in detail. You may be asked for further information before a determination is made on your claim, but there is no requirement that you be so

contacted. You are therefore advised that you should describe the facts surrounding your claim in detail, and provide the calculations or documents supporting the “total amount” of your claim, because your claims may be determined based on this information alone.

If you do not have a claim at this time but believe facts or circumstances have occurred or may occur which would give you a claim against GAMHC, you may have what is called an “unliquidated or undetermined” claim. If your claim is “unliquidated” (you do not know the amount of your claim), or if is “undetermined” (where a right of action has accrued, upon which the liability has not been determined, including those contingent on the outcome of future litigation or proceedings), state “Unliquidated and/or Undetermined” in the space provided for the total amount of the claim. **All claims (other than for Membership Interests) not filed in accordance with these instructions by the Bar Date will be forever barred.**

ADDITIONAL INFORMATION

The Court proceedings referred to in this document are *Keith Wenzel, Director, Department of Insurance, State of Missouri v. General American Mutual Holding Company*, Cole County, Missouri, Circuit Court Case No. CV 99-323050. The referenced Court proceedings are ongoing and you are hereby placed on notice of the case number and the Court in which it is pending.

After you file your proof of claim, it will be processed in due order. A notice confirming the receipt of your proof of claim will be sent to you. If you do not receive this notice within 90 days of filing, it is your responsibility to contact GAMHC, in writing, and you may be asked to supply a copy of your completed proof of claim. You therefore should maintain a copy of your proof of claim and proof of its mailing.

You will not be contacted further, unless you are asked for further information or proof, until a determination is made as to whether your claim is accepted or rejected, in whole or

in part. At that time you will receive the determination and information on what further steps, if any, may be taken.

Please address all written communications, including change of address information, to: General American Mutual Holding Company, P.O. Box 32562, Kansas City, MO 64171.

PROOF OF CLAIM

GENERAL AMERICAN MUTUAL HOLDING COMPANY

Please be sure to read the "Proof of Claim Instructions" before completing this form.

Claim No. _____
(Do not fill in, for office use only)

PLEASE PRINT OR TYPE

CLAIMANT'S NAME			TOTAL AMOUNT OF CLAIM. (If unliquidated/undetermined, please indicate) \$
ADDRESS			TELEPHONE: ()
E-MAIL ADDRESS (OPTIONAL)			FACSIMILE (OPTIONAL) ()
CITY	STATE	ZIP	SOCIAL SECURITY NO, OR TAX I.D. NO.
BRIEF EXPLANATION OF CLAIM: (please use additional pages, if necessary, and attach any and all documents necessary to a full explanation of your claim): _____			
<p>1. <input type="checkbox"/> My claim is an Excluded Claim and I have attached a description of the claim, including any contract on which it is based and the basis for the amount of the claim.</p> <p>2. <input type="checkbox"/> My claim is based upon a written contract other than an insurance policy and I have attached a copy of the contract.</p> <p>3. <input type="checkbox"/> My claim is based upon a contract which is not in writing and I have attached a description of that contract.</p> <p>4. <input type="checkbox"/> My claim is based upon a wrong (tort) and I have attached a description of that wrong and related documents.</p> <p>5. <input type="checkbox"/> My claim is based upon a state or federal statute or law and I have attached a description of that statute and/or law.</p> <p>6. <input type="checkbox"/> My claim is secured, either completely or in part, and I have attached documents describing the security interest.</p> <p>7. <input type="checkbox"/> My claim involves pending litigation and I have attached a copy or copies of the complaint, petition or action.</p>			

Unless noted herein, I alone am entitled to file this claim, no others have an interest therein, and the claim is unsecured. No payments have been made thereon, the sum claimed is justly owing and there is no offset to this claim. I declare, under the penalty of perjury, that the above information is true and correct.

SIGNATURE OF CLAIMANT OR AUTHORIZED REPRESENTATIVE

DATE

PRINT NAME and TITLE (if applicable)

File by mailing the completed form and supporting documents to:
General American Mutual Holding Company
P.O. Box 32562
Kansas City, MO 64171

LAST DAY FOR FILING: JANUARY 31, 2001

